

RECORDATION NO. 26692-5
JUN 4 '09 -3 00 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 26692. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

50 bulkhead flat railcars: BVMY 63001 - BVMY 63030 and UMP 63031 - UMP 63050 (formerly marks within the series CSXT 406075 - CSXT 406677; SBD 406098 and SBD 406589, as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated December 6, 2006, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 14, 2006 and given recordation number 26692 (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to certain railroad equipment identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide the current marks and current road numbers for certain items of railroad equipment identified on Schedule I attached hereto.

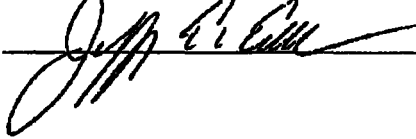
4. The parties wish to show for the public record the updates to said car marks and road numbers by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the railroad equipment reflected on Schedule I hereto shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

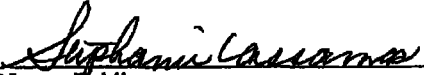
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]
Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009


[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAZ Code
Mittal Steel	November 1, 2006	Flatcar	CSXT	406075	BVRY	63001	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406080	BVRY	63002	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406081	BVRY	63003	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406090	BVRY	63004	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406092	BVRY	63005	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406094	BVRY	63006	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406096	BVRY	63007	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406099	BVRY	63008	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406105	BVRY	63009	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406106	BVRY	63010	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406110	BVRY	63011	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406113	BVRY	63012	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406114	BVRY	63013	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406120	BVRY	63014	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406121	BVRY	63015	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406122	BVRY	63016	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406579	BVRY	63017	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406582	BVRY	63018	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406584	BVRY	63019	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406585	BVRY	63020	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406587	BVRY	63021	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406593	BVRY	63022	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406596	BVRY	63023	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406597	BVRY	63024	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406598	BVRY	63025	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406602	BVRY	63026	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406603	BVRY	63027	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406606	BVRY	63028	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406609	BVRY	63029	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406619	BVRY	63030	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406623	UMP	63031	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406624	UMP	63032	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406628	UMP	63033	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406629	UMP	63034	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406633	UMP	63035	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406637	UMP	63036	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406638	UMP	63037	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406644	UMP	63038	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406650	UMP	63039	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406651	UMP	63040	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406661	UMP	63041	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406662	UMP	63042	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406665	UMP	63043	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406668	UMP	63044	L026

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Mittal Steel	November 1, 2006	Flatcar	CSXT	406675	UMP	63045	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406676	UMP	63046	L026
Mittal Steel	November 1, 2006	Flatcar	CSXT	406677	UMP	63047	L026
Mittal Steel	November 1, 2006	Flatcar	SBD	406098	UMP	63048	L026
Mittal Steel	November 1, 2006	Flatcar	SBD	406589	UMP	63049	L026
Mittal Steel	November 1, 2006	Flatcar	SBD	406631	UMP	63050	L026

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord